

EXHIBIT B

Posner Declaration

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (KJC)
) (Jointly Administered)
Reorganized Debtors.)
) Hearing Date: December 17, 2014, at 2:00 p.m.
) Objection Deadline: December 7, 2014

DECLARATION OF JEFFREY M. POSNER IN SUPPORT OF THE REORGANIZED
DEBTORS' THIRTY-FOURTH OMNIBUS OBJECTION TO CERTAIN WORKERS'
COMPENSATION CLAIMS (SUBSTANTIVE OBJECTION)

COUNTY OF PALM BEACH)
) ss.
STATE OF FLORIDA)

Jeffrey M. Posner, after being duly sworn according to law, deposes and says:

1. I am over the age of 18 and competent to testify. Since 1999, I have been the outsourced risk manager for W. R. Grace & Co.-Conn. ("Grace-Conn."), which is one of the above-captioned reorganized debtors (collectively, "Grace" or the "Reorganized Debtors"). I was employed by Grace from 1982 through 1999, and was Grace's Assistant Vice-President and Director of Risk Management from 1988 through 1999. I am responsible for reviewing workers' compensation claims and the resolution thereof during the chapter 11 cases. In that capacity, I have reviewed the Reorganized Debtors' *Thirty-Fourth Omnibus Objection to Certain Workers' Compensation Claims (Substantive Objection)* (the "Objection"), filed concomitantly herewith. All facts set forth therein and in this Declaration are based on my personal knowledge, upon information supplied to me by the Reorganized Debtors' employees and professionals retained in

¹ The Reorganized Debtors comprise W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc., or "Grace") and W. R. Grace & Co.-Conn. ("Grace-Conn.").

these chapter 11 cases, as well as upon my opinion based upon my experience and knowledge of Grace's businesses.²

2. Upon information and belief, the Reorganized Debtors maintain books and records (the "Books and Records") that reflect, among other things, the Debtors' liabilities and the respective amounts owed to their creditors. If called upon to testify, I could and I would testify competently to the facts and opinions contained in this Declaration.

- ***Claims nos. 207 & 2707 – Ohio Bureau of Workers' Compensation***

3. The Books and Records available for review do not indicate that there are any unpaid premiums due or owing to the Bureau for any period, including the period at issue in Claims nos. 207 and 2707 (January 1, 1991, through December 31, 1992). Additionally, I have no recollection of there ever being any such amount at issue with the Bureau. Moreover, in the course of my duties, I would have become aware of any such amount being at issue.


4. Finally, since the Petition Date, all premiums due to the Bureau were paid pursuant to the Wages Order, and as of the Effective Date, no amount was due or owing to the Bureau.

- ***Claim no. 13548 – Dr. Charles J. Banta***

5. In view of the provisions of the Wages Order and the Plan and R. Spencer's intent to seek reimbursement from the "Workers' Compensation Commission," Mr. Spencer presumably has long since received any benefits to which he may have been entitled.

² Capitalized terms not defined herein shall have the meaning ascribed to them in, as the case may be, the Objection or the *First Amended Joint Plan of Reorganization in their Chapter 11 Cases* [Docket no. 26368], as it may be further supplemented or otherwise further amended from time to time, and the schedules and exhibits to the foregoing, as they may be in effect from time to time (the "Plan").

6. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.


Jeffrey M. Posner
Out-Sourced Risk Manager
W. R. Grace & Co.-Conn.

SWORN AND SUBSCRIBED before me,
this 6 day of November 2014


Notary Public

My Commission Expires: 08/24/2015

